

EXHIBIT D

Proposed Order

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

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| In re: | § | |
| | § | Chapter 11 |
| | § | |
| FIELDWOOD ENERGY III LLC, et al., | § | Case No. 20-33948 (MI) |
| | § | |
| Post-Effective Date Debtors.¹ | § | (Jointly Administered) |
| | § | |

**ORDER GRANTING FOURTH INTERIM AND FINAL FEE APPLICATION OF
HOULIHAN LOKEY CAPITAL, INC. AS FINANCIAL ADVISOR AND INVESTMENT
BANKER TO THE DEBTORS FOR ALLOWANCE OF (I) COMPENSATION FOR
SERVICES RENDERED AND REIMBURSEMENT OF OUT-OF-POCKET EXPENSES
INCURRED FOR (A) THE FOURTH INTERIM PERIOD OF THE PERIOD OF
MAY 1, 2021 THROUGH AUGUST 27, 2021 AND (B) THE FINAL COMPENSATION
PERIOD OF AUGUST 3, 2020 THROUGH AUGUST 27, 2021, (II) COMPENSATION
RELATED TO THE EXIT FINANCINGS, AND (III) THE RESTRUCTURING
TRANSACTION FEE**

This case came before the court on the final fee application (the “**Application**”) submitted by Houlihan Lokey Capital, Inc. (“**Houlihan Lokey**”) for allowance and approval of compensation and reimbursement of out-of-pocket expenses incurred as investment banker to the Debtors and Post-Effective Date Debtors.

¹ The Post-Effective Date Debtors, along with the last four digits of each Post-Effective Date Debtor’s federal tax identification number, as applicable, are: Fieldwood Energy III LLC (6778); Fieldwood Energy Offshore LLC (4494), Fieldwood Energy Inc. (4991), GOM Shelf LLC (8107), and FW GOM Pipeline, Inc. (8440). Fieldwood Energy III LLC, Fieldwood Energy Offshore LLC, and Fieldwood Energy Inc. are managed and operated by the Plan Administrator, whose primary mailing address is 16255 Ventura Blvd., Suite 440, Encino, CA, 91436, C/O of Province LLC. GOM Shelf LLC and FW GOM Pipeline, Inc. (collectively, the “Post-Effective Date FWE I Subsidiaries”) are managed and operated by Jon Graham, as sole manager of each Post-Effective Date FWE I Subsidiary. The Debtors in the other nine pending chapter 11 cases (which continue to be jointly administered with the cases of the Post-Effective Date Debtors), each of which have either been dissolved or merged into other entities as of the Effective Date, consist of the following: Dynamic Offshore Resources NS, LLC (0158); Fieldwood Onshore LLC (3489); Fieldwood SD Offshore LLC (8786); Fieldwood Offshore LLC (2930); Bandon Oil and Gas GP, LLC (9172); Bandon Oil and Gas, LP (9266); Fieldwood Energy SP LLC (1971); Galveston Bay Pipeline LLC (5703); and Galveston Bay Processing LLC (0422).

Based on the Application,

IT IS ORDERED THAT:

1. Houlihan Lokey's request for the allowance and approval of compensation for financial advisory and investment banking services rendered to the Debtors and reimbursement of out-of-pocket expenses incurred during the interim compensation period from May 1, 2021 through August 27, 2021 and the final compensation period from August 3, 2020 through August 27, 2021, related to the exit financings, and the restructuring transaction is hereby approved in the amount of \$8,892,248.41².

2. The Post-Effective Date Debtors are authorized and directed to pay Houlihan Lokey all unpaid amounts approved pursuant to this Order.

3. The Post-Effective Date Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Application.

4. The Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: _____, 2021

MARVIN ISGUR
UNITED STATES BANKRUPTCY JUDGE

² Includes (i) Monthly Fees of \$450,000; (ii) Exit Financings Transaction Fee of \$1,000,000; (iii) Net Restructuring Transaction Fee of \$7,425,000 (i.e., Restructuring Transaction Fee of \$8,250,000 less \$825,000 of credits); and (iv) \$17,248.41 of expenses.